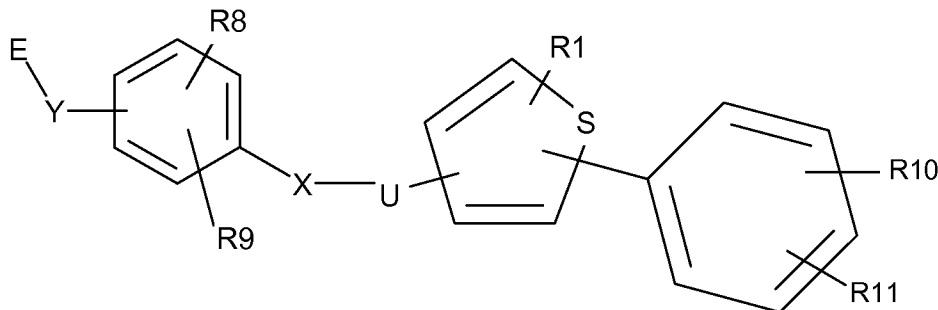


Amendments to the Claims

What is claimed is:

1. (Canceled)
2. (Canceled)
3. (Canceled)
4. (Currently Amended) A compound of the Formula I:



or stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, ~~phenyl, , phenyl, and~~ C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, ~~and~~ wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, , and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₁₋₄-alkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂; R₁₂, R₁₃, R₁₄, R₁₅, R₁₆, R₁₇, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₃, R₂₄ and R₂₅ are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R₂, R₂₆, R₂₇, R₂₈, and R₃₁ are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl,

heteroaryl, heterocycloalkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂;

- (d) X is O;
- (e) U is an aliphatic linker;
- (f) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (g) E is C(R₃)(R₄)A ~~or A~~ and wherein
 - (i) A is selected from the group consisting of carboxyl, , C₁-C₆ alkyl nitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, and acylsulfonamide are each optionally substituted with from one to two groups independently selected from R⁷;
 - (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀-C₄ alkyl and C₁-C₆ alkyl;
 - (iii) R₃ is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
 - (iv) R₄ is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R₃ and R₄ are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R₂₆; with the proviso that when R₁ is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R₄ is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and aryl C₀-C₄ alkyl;
- (h) R₈ is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, and halo;
- (i) R₉ is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, halo, aryl-C₀-C₄ alkyl, , C₁-C₆ allyl, and OR₂₉, and wherein aryl-C₀-C₄ alkyl are each optionally substituted with from one to three independently selected from R₂₇; R₂₉ is selected from the group consisting of hydrogen and C₁-C₄ alkyl;
- (j) R₁₀ is selected from the group consisting of C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl-C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C₃-C₆ cycloalkyl aryl-C₀₋₂-alkyl, and aryloxy, provided that when the aliphatic linker, U, is C₁-C₃ alkyl substituted with aryl C₁-C₄ alkyl, then R₁₀ is selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR₁₂'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-

alkyl, C3-C6 cycloalkylaryl-C₀₋₂-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C3-C6 cycloalkylaryl-C₀₋₂-alkyl are each optionally substituted with from one to three independently selected from R28

~~(j)(k)~~ R10, R11 is are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C3-C6 cycloalkylaryl-C₀₋₂-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C3-C6 cycloalkylaryl-C₀₋₂-alkyl are each optionally substituted with from one to three independently selected from R28; and

~~(k)(l)~~ R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl; or the compound of Formula I is selected from the group consisting of 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid and 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.

5. (Canceled)

6. (Canceled)

7. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 4~~ wherein R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl.

8. (Previously Presented) A compound as claimed by Claim 4 wherein Y is O.

9. (Previously Presented) A compound as claimed by Claim 7 wherein Y is C.

10. (Currently Amended) A compound as claimed by Claim 7 ~~Claim 7~~ wherein Y is S.

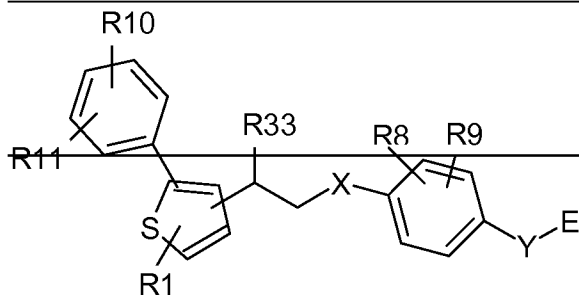
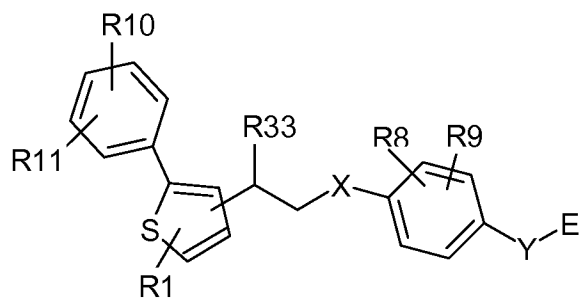
11. (Canceled).

12. (Currently Amended) A compound as claimed by Claim 11 ~~Claim 11~~ wherein A is carboxyl.

13. (Previously Presented) A compound as claimed by Claim 4 wherein R1 is H.

14. (Previously Presented) A compound as claimed by Claim 13 wherein A is COOH and R1 is H.

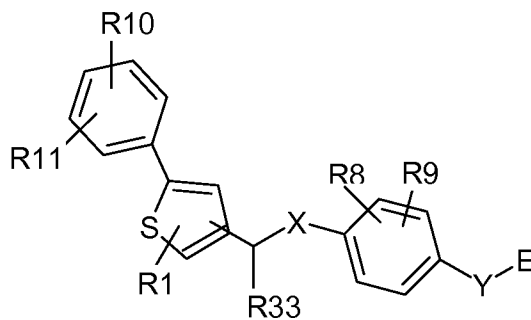
15. (Previously Presented) A compound as claimed by Claim 14 wherein R10 is haloalkyl.
16. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ wherein R10 is CF₃.
17. (Previously Presented) A compound as claimed by Claim 14, wherein R10 is haloalkyloxy.
18. (Previously Presented) A compound as claimed by Claim 4 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR^{12''}, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₁-C₆ haloalkyloxy.
19. (Previously Presented) A compound as claimed by Claim 4 wherein R10 is selected from the group consisting of C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl-C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and aryloxy.
20. (Previously Presented) A compound as claimed by Claim 4 wherein R8 and R9 are each independently selected from the group consisting of hydrogen and C₁-C₃ alkyl.
21. (Currently Amended) A compound as claimed by Claim 4 wherein R3 ~~R3~~, and R4 are each independently selected from the group consisting of C₁-C₂ alkyl.
22. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ wherein R3 ~~R3~~, and R4 are each independently selected from the group consisting of hydrogen and C₁-C₂ alkyl.
23. (Canceled).
24. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ wherein U is C₁-C₃ alkyl.
25. (Original) A compound as claimed by Claim 24 wherein U is saturated.
26. (Original) A compound as claimed by Claim 24, wherein U is substituted with C₁-C₃ alkyl.
27. (Original) A compound as claimed by Claim 24, wherein U is substituted with arylC_{1-C4}alkyl.
28. (Canceled)
29. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ wherein R1 is phenyl.
30. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ represented by the following Structural Formula II:



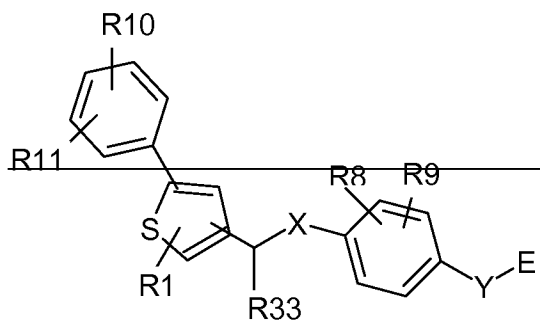
wherein R33 is arylC₁₋₄ alkyl
~~selected from the group consisting of hydrogen, C₁₋₃ alkyl, and arylC₀₋₄ alkyl.~~

31. (Canceled)

32. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ represented by the

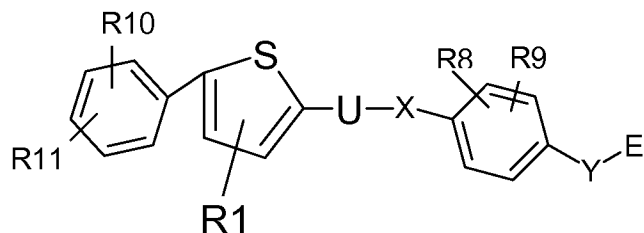


following Structural Formula III: _____

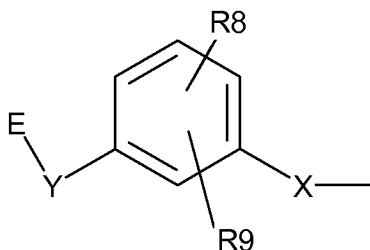


R33 is selected from the group consisting
of hydrogen, C₁₋₃ alkyl, and arylC₀₋₄ alkyl.

33. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ represented by the following Structural Formula IV:



34. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ wherein the



headpiece of Formula I is:

35. (Currently Amended) A compound as claimed by ~~Claim 11~~ Claim 4 wherein R4 is selected from the group consisting of C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26.
36. (Canceled).
37. (Withdrawn) A compound as claimed by Claim 6 wherein A is COOH.
38. (Withdrawn - Currently Amended) A compound as claimed by Claim 4 ~~Claim 1~~, wherein the compound is selected from the group consisting of (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, and 3-(2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenyl)-propionic acid, ~~and~~ (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic acid.
39. (Currently Amended) A compound as claimed by ~~Claim 1~~ Claim 4 that is (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic acid.
40. (Previously Presented) A compound as claimed by Claim 4 wherein the compound is selected from the group consisting of

Compound	Name
	3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid
	3-{2-Methyl-4-[3-phenyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid
	3-{4-[3,5-Bis-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-methyl-phenyl}-propionic acid.

41. (Previously Presented) A compound as claimed by Claim 4 which is 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.
42. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ which is the S conformation.
43. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 11~~ which is the R conformation.
44. (Currently Amended) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 4 ~~Claim 11~~ together with a pharmaceutically acceptable carrier or diluent.
45. (Canceled)
46. (Currently Amended) A method of treating diabetes mellitus in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound of Claim 4 ~~Claim 11~~.

47. (Currently Amended) A method of treating Metabolic syndrome in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 4 ~~Claim 11~~.
48. (Currently Amended) A method of selectively modulating a PPAR delta receptor comprising administering a compound as claimed by Claim 4 ~~Claim 11~~ to a mammal in need thereof.
49. (Canceled)
50. (Currently Amended) A method of treating atherosclerosis in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 4 ~~Claim 11~~.
51. (Canceled)
52. (Canceled)
53. (Canceled)
54. (Canceled)
55. (Canceled)
56. (Canceled)
57. (Currently Amended) A compound as Claimed by Claim 4 ~~Claim 11~~ for use as a pharmaceutical.
58. (Currently Amended) A compound as claimed by ~~Claim 11~~ Claim 4 wherein the compound is radiolabeled.
59. (Canceled)
60. (Canceled)